

04-12-1999



101008606
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

3-31-99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

04/09/1999 DNGUYEN 00000218 1830831

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 400.00 OP

Public burden reporting for this collection of information is estimated to average approximately 34 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1881 FRAME: 0150

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

MAR 31

Correspondent Name and Address

Area Code and Telephone Number

404-881-7000

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1830831"/>	<input type="text" value="1795406"/>	<input type="text" value="1711880"/>
<input type="text" value="1794012"/>	<input type="text" value="1790488"/>	<input type="text" value="1751675"/>
<input type="text" value="1795407"/>	<input type="text" value="1835502"/>	<input type="text" value="1713853"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Claire M. Kimball

Claire M. Kimball

March 26, 1999

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 08/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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<input type="text" value="1715799"/>	<input type="text" value="1736642"/>	<input type="text" value="1720364"/>
<input type="text" value="1387118"/>	<input type="text" value="1418794"/>	<input type="text" value="1312447"/>
<input type="text" value="1287435"/>	<input type="text" value="1789480"/>	<input type="text"/>
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Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 01/31/97

REQUEST NUMBER: 3277-2018

TELEPHONE CONTACT: (615) 741-0537

FILE DATE/TIME: 01/31/97 1054

EFFECTIVE DATE/TIME: 02/01/97 2330

CONTROL NUMBER: 0025344

TO:
BUTLER, SNOW, O'MARA ETL
P.O. BOX 22567

JACKSON, MS 29225-2567

RE:
PROFFITT'S, INC.
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER


ON DATE: 01/31/97

FROM:
BUTLER, SNOW, O'MARA STEVENS & CANNADA
P.O. BOX 22567

JACKSON, MS 39225-2567

RECEIVED: FEES \$200.00 \$200.00
TOTAL PAYMENT RECEIVED: \$400.00

RECEIPT NUMBER: 0000206274
ACCOUNT NUMBER: 00008270



RILEY C. DARNELL
SECRETARY OF STATE



TRADEMARK
REEL: 1881 FRAME: 0153

FILED RECEIVED
SECRETARY OF STATE

97 JAN 31 AM 10:54

RILEY DARNELL
SECRETARY OF STATE

ARTICLES OF MERGER OF

YOUNKERS, INC.,
A DELAWARE CORPORATION

INTO

PROFFITT'S, INC.,
A TENNESSEE CORPORATION
(The Surviving Corporation)

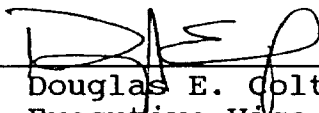
Pursuant to the provisions of Section 48-21-101, et seq. of the Tennessee Business Corporation Act, and Section 251, et seq. of the Delaware General Corporation Law, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The attached Plan of Merger was approved by each of the undersigned corporations in the manner prescribed by the Tennessee Business Corporation Act and the Delaware General Corporation Law.
2. The surviving corporation shall be:

Proffitt's, Inc.
3. This Merger shall be effective as of 11:30 p.m., Central Standard Time, on February 1, 1997.

Dated: January 28, 1997.

PROFFITT'S, INC.

BY: 

Douglas E. Coltharp
Executive Vice President

Signature Date: January 28, 1997

YOUNKERS, INC.

BY: 

James E. Glasscock,
Executive Vice President

Signature Date: January 28, 1997

218S.D01114